WHAT IS CLAIMED IS:

1. A compound of Formula I:

$$(R^{4})_{n}$$
 R^{3}
 R^{5}
 R^{1}
 R^{10}
 R^{13}
 R^{2}
 R^{0x}
 R^{14}

or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

0 or 1; a is b is 0 or 1; 10 0, 1, or 2; m is n is 0, 1, 2 or 3; 0 or 1; r is 0 or 1; s is 15 0, 1 or 2; t is 0, 1, or 2; u is

R1 and R2 are independently selected from: H, (C1-C6)alkyl, aryl, heterocyclyl and (C3-C6)cycloalkyl, optionally substituted with one, two or three substituents selected from R7;

R³ is selected from:

- 1) Hydrogen,
- 2) C₁-C₁₀ alkyl;
- 3) C₁-C₁₀ alkyl-O-Rd,
- 4) C2-C10 alkenyl-O-Rd,
- 5 C2-C10 alkynyl-O-Rd,
 - 6) (C1-C6-alkylene)_nC3-C8 cycloalkyl-O-Rd,
 - 7) C_1-C_{10} alkyl- $(C=O)_b-NR^cR^c$,
 - S) C2-C10 alkenyl-(C=O)bNRcRc',
 - 9) C2-C10 alkynyl-(C=O)bNRcRc',
- 10 (C1-C6-alkylene)_nC3-C8 cycloalkyl-(C=O)_bNRcRc',
 - 11) C_1 - C_{10} alkyl- $S(O)_m$ -Rd,
 - 12) C_2 - C_{10} alkenyl- $S(O)_m$ -Rd,
 - 13) C_2 - C_{10} alkynyl- $S(O)_m$ - R^d ,
 - (C1-C6-alkylene)_nC3-C8 cycloalkyl-S(O)_m-Rd,
- said alkyl, alkenyl, alkynyl and cycloalkyl are optionally substituted with one or more substituents selected from R6;

R⁴ is independently selected from:

- 1) $(C=0)_aO_bC_1-C_{10}$ alkyl,
- 20 2) $(C=O)_aO_baryl$,
 - 3) CO₂H,
 - 4) halo,
 - 5) CN,
 - 6) OH,
- 25 7) ObC1-C6 perfluoroalkyl,
 - 8) $O_a(C=O)_bNRSR9$,
 - 9) $S(O)_mRa$,
 - 10) $S(O)_2NR^8R^9$.
 - 11) $-OPO(OH)_2$;
- said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R⁷;

R⁵ is selected from:

- 1) hydrogen;
- 35 (C=O) $_a$ O $_b$ C1-C10 alkyl,

- 3) $(C=O)_aO_baryl$,
- 4) CO₂H,
- 5) halo,
- 6) CN,
- 5 7) OH,
 - 8) ObC1-C6 perfluoroalkyl,
 - 9) $O_a(C=O)_bNR^8R^9$,
 - 10) $S(O)_mR^a$,
 - 11) $S(O)_2NR^8R^9$,
- 10 12) $-OPO(OH)_2$;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R⁷;

R6 is independently selected from:

- 15 1) $(C=O)_aO_bC_1-C_{10}$ alkyl,
 - 2) $(C=O)_aO_baryl$,
 - 3) C2-C₁₀ alkenyl,
 - 4) C2-C₁₀ alkynyl,
 - 5) (C=O)_aO_b heterocyclyl,
- 20 6) CO₂H,
 - 7) halo,
 - 3) CN,
 - 9) OH,
 - 10) ObC1-C6 perfluoroalkyl,
- 25 $O_a(C=O)_bNR^8R^9$,
 - 12) $S(O)_m R^a$,
 - 13) $S(O)_2NR^8R^9$,
 - 14) oxo,
 - 15) CHO,
- 30 $(N=0)R^8R^9$, or
 - 17) (C=O)_aO_bC₃-C₈ cycloalkyl,
 - 18) $-OPO(OH)_2$;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R⁷;

R7 is selected from:

- 1) $(C=O)_rO_s(C_1-C_{10})$ alkyl,
- 2) $O_r(C_1-C_3)$ perfluoroalkyl,
- 3) oxo,
- 5 4) OH,
 - 5) halo,
 - 6) CN,
 - 7) (C_2-C_{10}) alkenyl,
 - 8) (C2-C10)alkynyl,
- 10 9) $(C=O)_rO_s(C_3-C_6)$ cycloalkyl,
 - 10) $(C=O)_rO_s(C_0-C_6)$ alkylene-aryl,
 - 11) $(C=O)_rO_s(C_0-C_6)$ alkylene-heterocyclyl,
 - 12) $(C=O)_rO_s(C_0-C_6)$ alkylene- $N(R^b)_2$,
 - 13) $C(O)R^a$,
- 15 (Co-C6)alkylene-CO₂R^a,
 - 15) C(O)H,
 - 16) (C₀-C₆)alkylene-CO₂H,
 - 17) $(C=O)_rN(R^b)_2$,
 - 18) $S(O)_mR^a$,
- 20 19) $S(O)_2N(R^b)_2$, and
 - 20) $-OPO(OH)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, NO₂ and N(R^b)₂;

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R8 and R9 are independently selected from:

- 1) H,
- 2) $(C=O)O_bC_1-C_{10}$ alkyl,
- 3) (C=O)ObC3-C8 cycloalkyl,
- 30 4) (C=O)O_baryl,
 - 5) (C=O)Obheterocyclyl,
 - 6) C₁-C₁₀ alkyl,
 - 7) aryl,
 - 8) C2-C10 alkenyl,
- 35 9) C2-C₁₀ alkynyl,

- 10) heterocyclyl,
- 11) C₃-C₈ cycloalkyl,
- 12) SO₂Ra, and
- 13) $(C=O)NRb_2$,
- said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R⁷, or

R⁸ and R⁹ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

R¹⁰ is selected from: H and F;

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R¹¹ and R¹² are independently selected from: F and -CH₂F;

R¹³ and R¹⁴ are independently selected from: H and -CH₂F;

20 R^{ox} is absent or is oxo;

R^a is independently selected from: (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R⁷;

- Rb is independently selected from: H, (C1-C6)alkyl, aryl, heterocyclyl, (C3-C6)cycloalkyl, (C=O)OC1-C6 alkyl, (C=O)C1-C6 alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NReRe 'or S(O)₂Ra, optionally substituted with one, two or three substituents selected from R⁷;
- R^cand R^c are independently selected from: H, (C₁-C₆)alkyl, aryl, NH₂, OH, OR^a, -(C₁-C₆)alkyl-OH, -(C₁-C₆)alkyl-O-(C₁-C₆)alkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NR^eR^e, S(O)₂R^a and -(C₁-C₆)alkyl-N(R^b)₂, wherein the alkyl is optionally substituted with one, two or three substituents selected from R⁷; or
- R^c and R^c' can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in

addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

Rd is selected from: H, (C1-C6)alkyl, -(C2-C6)alkyl-OH, -(C1-C6)alkyl-O-(C1-C6)alkyl and - (C1-C6)alkyl-N(R^b)2, wherein the alkyl is optionally substituted with one, two or three substituents selected from R7;

Re and Re' are independently selected from: H, (C1-C6)alkyl, aryl, heterocyclyl and (C3-C6)cycloalkyl, optionally substituted with one, two or three substituents selected from R7; or

Re and Re' can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷

2. The compound according to Claim 1 of Formula II:

$$(R^{4})_{n}$$
 R^{1}
 R^{1}
 R^{1}
 R^{1}
 R^{2}
 R^{14}
 R^{14}
 R^{14}
 R^{14}

or a pharmaceutically acceptable salt or stereoisomer thereof,

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wherein:

```
0 or 1;
      a is
      b is
              0 or 1;
      m is 0, 1, or 2;
      n is
             0, 1, 2 or 3;
              0 or 1;
      ris
              0 or 1;
      s is
              0 or 1;
      t is
10
              0 or 1;
      u is
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R¹ and R² are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R⁷;

15 R³ is selected from:

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- 1) hydrogen;
- 2) C₁-C₁₀ alkyl;
- 3) C_1 - C_{10} alkyl-O- R^d ,
- 4) C2-C10 alkenyl-O-Rd,
- 20 5) C2-C10 alkynyl-O-Rd,
 - 6) (C1-C6-alkylene)_nC3-C8 cycloalkyl-O-Rd,
 - 7) C_1-C_{10} alkyl- $(C=O)_b-NR^cR^c$,
 - S) C2-C10 alkenyl-(C=O)bNRcRc',
 - 9) C2-C10 alkynyl-(C=O)bNRcRc'.
- 25 (C1-C6-alkylene)_nC3-C8 cycloalkyl-(C=O)_bNRcRc',
 - 11) C_1 - C_{10} alkyl- $S(O)_m$ - R^d ,
 - 12) C_2 - C_{10} alkenyl- $S(O)_m$ -Rd,
 - 13) C_2 - C_{10} alkynyl- $S(O)_m$ -Rd,
 - 14) (C₁-C₆-alkylene)_nC₃-C₈ cycloalkyl-S(O)_m-Rd,

said alkyl, alkenyl, alkynyl and cycloalkyl are optionally substituted with one or more substituents selected from R6;

R⁴ is independently selected from:

35 1) $(C=O)_aO_bC_1-C_{10}$ alkyl,

- 2) $(C=O)_aO_baryl$,
- 3) CO₂H,
- 4) halo,
- 5) CN,
- 5 6) OH,
 - 7) ObC1-C6 perfluoroalkyl,
 - 8) $O_a(C=O)_bNR^8R^9$,
 - 9) $S(O)_m R^a$,
 - 10) $S(O)_2NR^8R^9$, and
- 10 11) $-OPO(OH)_2$;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R⁷;

R⁵ is selected from:

- 15 1) hydrogen;
 - 2) $(C=O)_aO_bC_1-C_{10}$ alkyl,
 - 3) $(C=O)_aO_baryl$,
 - 4) CO₂H,
 - 5) halo,
- 20 6) CN,
 - 7) OH,
 - 8) ObC1-C6 perfluoroalkyl,
 - 9) $O_a(C=O)_bNR^8R^9$,
 - 10) $S(O)_m R^a$,
- 25 11) $S(O)_2NR^8R^9$,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R⁷;

R6 is independently selected from:

- 30 1) $(C=O)_aO_bC_1-C_{10}$ alkyl,
 - 2) $(C=O)_aO_baryl$,
 - 3) C2-C10 alkenyl,
 - 4) C2-C10 alkynyl,
 - 5) (C=O)_aO_b heterocyclyl,
- 35 6) CO₂H,

	7)	halo,
	8)	CN,
	9)	OH,
	10)	ObC1-C6 perfluoroalkyl,
5	11)	$O_a(C=O)_bNR^8R^9$,
	12)	$S(O)_{m}R^{a}$,
	13)	$S(O)_2NR^8R^9$,
	14)	oxo,
	15)	CHO,
10	16)	$(N=O)R^8R^9$, or
	17)	(C=O)aObC3-C8 cycloalkyl, and
	18)	$-OPO(OH)_2$;
	said alkyl, ary	yl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one,
	two or three s	substituents selected from R ⁷ ;
15		
	R7 is selected	l from:
	1)	$(C=O)_rO_s(C_1-C_{10})$ alkyl,
	2)	O _r (C ₁ -C ₃)perfluoroalkyl,
	3)	OXO,
20	4)	OH,
	5)	halo,
	6)	CN,
	7)	(C2-C10)alkenyl,
	8)	(C2-C10)alkynyl,
25	9)	(C=O) _r O _s (C ₃ -C ₆)cycloalkyl,
	10)	$(C=O)_rO_s(C_0-C_6)$ alkylene-aryl,
	11)	$(C=O)_rO_s(C_0-C_6)$ alkylene-heterocyclyl,
	12)	$(C=O)_rO_s(C_0-C_6)$ alkylene- $N(R^b)_2$,
	13)	$C(O)R^a$,
30	14)	(C0-C6)alkylene-CO2Ra,
	15)	C(O)H,
	16)	(C0-C6)alkylene-CO2H,
	17)	$C(O)N(R^b)_2$,
	18)	$S(O)_{m}R^{a}$
25	10)	O(O) N(Dh)

19) $S(O)_2N(R^b)_2$; and

20) $-OPO(OH)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from Rb, OH, (C1-C6)alkoxy, halogen, CO2H, CN, O(C=O)C1-C6 alkyl, oxo, NO2 and N(Rb)2;

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R8 and R9 are independently selected from:

- 1) H,
- 2) $(C=O)O_bC_1-C_{10}$ alkyl,
- 3) (C=O)ObC3-C8 cycloalkyl,
- 10 4) (C=O)Obaryl,
 - 5) (C=O)Obheterocyclyl,
 - 6) C₁-C₁₀ alkyl,
 - 7) aryl,
 - 8) C2-C10 alkenyl,
- 15 9) C2-C₁₀ alkynyl,
 - 10) heterocyclyl,
 - 11) C3-C8 cycloalkyl,
 - 12) SO₂Ra, and
 - 13) $(C=O)NRb_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R⁷, or

R[§] and R⁹ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷:

R¹¹ and R¹² are independently selected from: F and -CH₂F;

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 R^{13} and R^{14} are independently selected from: H and -CH₂F, provided that when t is 1, R^{14} is H; and when u is 1, R^{13} is H;

R^{ox} is absent or is oxo;

R^a is independently selected from: (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R⁷;

- Rb is independently selected from: H, (C1-C6)alkyl, aryl, heterocyclyl, (C3-C6)cycloalkyl, (C=O)OC1-C6 alkyl, (C=O)C1-C6 alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NReRe or S(O)2Ra, optionally substituted with one, two or three substituents selected from R7;
- R^cand R^c are independently selected from: H, (C₁-C₆)alkyl, aryl, NH₂, OH, OR^a, -(C₁-C₆)alkyl-OH, -(C₁-C₆)alkyl-O-(C₁-C₆)alkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)Aryl, (C=O)heterocyclyl, (C=O)NR^eR^e, S(O)₂R^a and -(C₁-C₆)alkyl-N(R^b)₂, wherein the alkyl is optionally substituted with one, two or three substituents selected from R⁷; or
 - R^c and R^c' can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

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- Rd is selected from: H, (C1-C6)alkyl, -(C2-C6)alkyl-OH, -(C1-C6)alkyl-O-(C1-C6)alkyl and (C1-C6)alkyl-N(R^b)2, wherein the alkyl is optionally substituted with one, two or three substituents selected from R⁷;
 - Re and Re' are independently selected from: H, (C1-C6)alkyl, aryl, heterocyclyl and (C3-C6)cycloalkyl, optionally substituted with one, two or three substituents selected from R⁷; or
 - Re and Re' can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R7.
 - 3. The compound according to Claim 2 of the Formula III:

or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

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a is 0 or 1;

b is 0 or 1;

m is 0, 1, or 2;

n is 0, 1 or 2;

10 r is 0 or 1;

s is 0 or 1;

t is 0 or 1;

R¹ and R² are independently selected from: H, (C₁-C₆)alkyl, aryl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R⁷;

R⁴ is independently selected from:

- 4) halo,
- 5) OH,
- 20 6) ObC1-C6 perfluoroalkyl,

R⁵ is selected from:

- 5 R⁷
- 1) hydrogen,
- 2) halo,
- 3) OH,
- 4) ObC1-C6 perfluoroalkyl,

R⁷ is selected from:

- 1) $(C=O)_rO_s(C_1-C_{10})$ alkyl,
- 2) $O_r(C_1-C_3)$ perfluoroalkyl,
- 3) oxo,
- 10 4) OH,
 - 5) halo,
 - 6) CN,
 - 7) (C_2-C_{10}) alkenyl,
 - 8) (C2-C10)alkynyl,
- (C=O)_rO_s(C₃-C₆)cycloalkyl,
 - 10) $(C=O)_rO_s(C_0-C_6)$ alkylene-aryl,
 - 11) $(C=O)_rO_s(C_0-C_6)$ alkylene-heterocyclyl,
 - 12) $(C=O)_rO_s(C_0-C_6)$ alkylene- $N(R^b)_2$,
 - 13) $C(O)R^a$,
- 20 (Co-C6)alkylene-CO₂R^a,
 - 15) C(O)H,
 - 16) (C₀-C₆)alkylene-CO₂H, and
 - 17) $C(O)N(R^b)_2$,
 - 18) $S(O)_mR^a$, and
- 25 19) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from Rb, OH, (C1-C6)alkoxy, halogen, CO2H, CN, O(C=O)C1-C6 alkyl, oxo, NO2 and N(Rb)2;

- R8 and R9 are independently selected from:
 - 1) H,
 - 2) $(C=O)O_bC_1-C_{10}$ alkyl,
 - 3) (C=O)ObC3-C8 cycloalkyl,
 - 4) (C=O)Obaryl,
- 35 (C=O)Obheterocyclyl,

- 6) C₁-C₁₀ alkyl,
- 7) aryl,

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- 8) C2-C₁₀ alkenyl,
- 9) C2-C₁₀ alkynyl,
- 10) heterocyclyl,
- 11) C3-C8 cycloalkyl,
- 12) SO₂Ra, and
- 13) $(C=O)NRb_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R⁷, or

R8 and R9 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R7;

R12 is selected from: F and -CH₂F;

20 R¹⁴ is selected from: H and -CH₂F, provided that when t is 1, R¹⁴ is H;

R^a is independently selected from: (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R⁷;

- Rb is independently selected from: H, (C1-C6)alkyl, aryl, heterocyclyl, (C3-C6)cycloalkyl, (C=O)OC1-C6 alkyl, (C=O)C1-C6 alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NReRe 'or S(O)2Ra, optionally substituted with one, two or three substituents selected from R7;
- R^cand R^c are independently selected from: H, (C₁-C₆)alkyl, aryl, NH₂, OH, OR^a, -(C₁-C₆)alkyl-OH, -(C₁-C₆)alkyl-O-(C₁-C₆)alkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)Aryl, (C=O)heterocyclyl, (C=O)NR^eR^e, S(O)₂R^a and -(C₁-C₆)alkyl-N(R^b)₂, wherein the alkyl is optionally substituted with one, two or three substituents selected from R⁷; or
- R^c and R^c' can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in

addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R7;

Re and Re' are independently selected from: H, (C1-C6)alkyl, aryl, heterocyclyl and (C3-C6)cycloalkyl, optionally substituted with one, two or three substituents selected from R⁷; or

Re and Re' can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷.

4. The compound according to Claim 3 of the Formula IV:

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or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

s is 0 or 1;

R¹ and R² are independently selected from: H and (C₁-C₆)alkyl, optionally substituted with one, two or three substituents selected from R⁷;

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R⁴ is independently selected from:

- 1) halo,
- 2) OH,
- 3) ObC1-C6 perfluoroalkyl,

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R⁷ is selected from:

- 1) $(C=O)_rO_s(C_1-C_{10})$ alkyl,
- 2) Or(C1-C3)perfluoroalkyl,
- 3) oxo,
- 15 4) OH,
 - 5) halo,
 - 6) CN,
 - 7) (C2-C10)alkenyl,
 - 8) (C_2-C_{10}) alkynyl,
- 9) $(C=O)_{r}O_{s}(C_{3}-C_{6})$ cycloalkyl,
 - 10) $(C=O)_rO_s(C_0-C_6)$ alkylene-aryl,
 - 11) $(C=O)_rO_s(C_0-C_6)$ alkylene-heterocyclyl,
 - 12) $(C=O)_rO_s(C_0-C_6)$ alkylene- $N(R^b)_2$,
 - 13) $C(O)R^a$,
- 25 (Co-C6)alkylene-CO₂R^a
 - 15) C(O)H,
 - 16) (C₀-C₆)alkylene-CO₂H, and
 - 17) $C(O)N(R^b)_2$,
 - 18) $S(O)_mR^a$, and

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19) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, NO₂ and N(R^b)₂;

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RS and R9 are independently selected from:

- 1) H,
- 2) $(C=O)O_bC_1-C_{10}$ alkyl,
- 3) (C=O)ObC3-C8 cycloalkyl,
- 4) (C=O)Obaryl,
- 5 (C=O)Obheterocyclyl,
 - C_{1} - C_{10} alkyl,
 - 7) aryl,
 - 8) C2-C10 alkenyl,
 - 9) C2-C10 alkynyl,
- 10 10) heterocyclyl,

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- 11) C3-C8 cycloalkyl,
- 12) SO₂Ra, and
- 13) $(C=O)NRb_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R⁷, or

R[§] and R⁹ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

R^a is independently selected from: (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R⁷;

R^b is independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)Aryl, (C=O)heterocyclyl, (C=O)NR^eR^e or S(O)₂R^a, optionally substituted with one, two or three substituents selected from R⁷;

Reand Re' are independently selected from: H, (C1-C6)alkyl, aryl, NH2, OH, ORa, -(C1-C6)alkyl-OH, -(C1-C6)alkyl-O-(C1-C6)alkyl, (C=O)OC1-C6 alkyl, (C=O)C1-C6 alkyl, (C=O)Aryl, (C=O)heterocyclyl, (C=O)NReRe', S(O)2Ra and -(C1-C6)alkyl-N(Rb)2, wherein the alkyl is optionally substituted with one, two or three substituents selected from R7; or

R^c and R^c can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

Re and Re' are independently selected from: H, (C1-C6)alkyl, aryl, heterocyclyl and (C3-C6)cycloalkyl, optionally substituted with one, two or three substituents selected from R7; or

- Re and Re' can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R7.
- 15 5. A compound selected from:

5

- (2S)-4-(2,5-difluorophenyl)-N-[(4R,6S)-6-fluoro-1-methylazepan-4-yl]-2-(hydroxymethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide
- 20 (2S)-4-(2,5-difluorophenyl)-N-[(4S,6R)-6-fluoro-1-methylazepan-4-yl]-2-(hydroxymethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

or a pharmaceutically acceptable salt thereof.

25 6. The compound according to Claim 1 which is selected from:

R ₁	R ₂	R ₃	R ₄	R ₅
	CH ₂ OH	Me	F	Н
	CH ₂ OH	Me	F	Н
	CH ₂ OH	Me	F	Н
N	CH ₂ OH	Me	F	Н
N	CH ₂ OH	Me	F	H
N	CH ₂ OH	Me	F	H
N N	CH ₂ OH	Me	F	Н

R ₁	R ₂	R ₃	R ₄	R ₅
N N	CH ₂ OH	Me	F	Н
N	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	Н
NNNNH	CH ₂ OH	Me	F	Н
N-N	CH ₂ OH	Me	F	Н
	CH ₂ OH	Me	F	Н
ON	CH ₂ OH	Me	F	Н

R ₁	R ₂	R ₃	R ₄	R ₅
S	CH ₂ OH	Me	F	Н
	CH ₂ OH	Me	F	H
ON	^{Ле} CH₂OH	Me	F	Н
N	CH ₂ OH	Me	·F	Н
NO	CH₂OH Me	Me	F	Н
Me	Me	Me	F	Н
Me		Ме	F	Н
Me	OH	Me	F	Н

R ₁	R ₂	R ₃	R ₄	R ₅
Me	→ NH ₂	Me	F	Н
Me	OH	Me	F	Н
Me	√NH ₂	Me	F	Н
Me	Ph NH ₂	Me	F	Н
Me	OH	Me	F	Н
Me	\sim NH ₂	Me	F	Н
Me	Ph NH ₂	Me	F	H
Me	OHF ₂	Me	F	Н
Me	CHF ₂ NH ₂	Me	F	Н
Me	OHF ₂	Me	F	Н

R ₁	R ₂	R ₃	R ₄	R ₅
Me	N H	Me	F	Н
Me	NH H	Me	F	Н
Me	NH OH	Me	F	Н
Me	→ N O OMe	Me	F	Н
Me	$N \rightarrow NH_2$	Me	F	Н
Me	N N	Me	F	Н

R ₁	R ₂	R ₃	R ₄	R ₅
Me	N N	Me	F	Н
Me	N	Me	F	Н
Me	NH NH	Me	F	Н
Me	√ S N	Me	F	Н
Me	CH ₂ OH		F	Н
Me	CH ₂ OH		F	Н

R ₁	R ₂	R ₃	R ₄	R ₅
Me	CH ₂ OH		F	Н
Me	CH ₂ OH		F	Н
Me	CH ₂ OH		F	Н
Me	CH₂OH		F	Н
Me	CH ₂ OH		F	Н
Me	CH ₂ OH	CN	F	Н
Me	CH ₂ OH		· F	Н
Me	CH ₂ OH		F	Н

R ₁	R ₂	R ₃	R ₄	R ₅
Me	CH ₂ OH	Me	CI	Н
Me	CH₂OH	Me	Br	Н
Me	CH ₂ OH	Me	CN	H
Me	CH ₂ OH	Me	Me	H
Me	CH ₂ OH	Me	CF ₃	Н
Me	CH ₂ OH	Me	NO ₂	Н
Me	CH ₂ OH	Me	F	OH
Me	CH ₂ OH	Me	F	NH ₂
Me	CH ₂ OH	Me	F	F
Me	CH ₂ OH	Me - 146 -	F	SH

R_4 R_2 R_3 N R_1 R_2					
R ₁	R ₂	R ₃	R ₄	R ₅	
	CH ₂ OH	Me	F	Н	
	CH ₂ OH	Me	F	Н	
	CH ₂ OH	Me	F	Н	
N	CH₂OH	Me	F	Н	
N	CH ₂ OH	 Me	.	Н	
N	CH ₂ OH	Me	F	Н	
N	CH ₂ OH	Me	F ·	Н	

R ₁	R ₂	R ₃	R ₄	R ₅
N N	CH ₂ OH	Me	F	Н
N N	CH ₂ OH	Me	F	Н
	CH ₂ OH	Me	F	Н
NNNNH	CH₂OH	Me	F	Н
N-N	CH ₂ OH	Me	F	H
	CH ₂ OH	Me	F	Н
ON	CH ₂ OH	Me	F	H

R ₁	R ₂	R ₃	R_4	R ₅
S	CH ₂ OH	Me	F	Н
	CH ₂ OH	Me	F	H
OMe	CH ₂ OH	Me	F	Н
N	CH ₂ OH	Me	F	H
NOMe	CH ₂ OH	Me	F	Н
Me	Me	Me	F	H
Me		Me	F .	H
Me	∕ OH	Me	F	Н

R ₁	R ₂	R ₃	R ₄	R ₅
Me	→ NH ₂	Me	F	Н
Me	OH	Me	F	Н
Me	∕ NH₂	Me	F	Н
Me	Ph NH ₂	Me	F	Н
Me	OH	Me	F	Н
Me	\sim NH ₂	Me	F	Н
Me	Ph	Me	F	Н
Me	OHF ₂	Me	F	Н
Me	CHF ₂ NH ₂	Me	F · ·	H
Ме	NH ₂ CHF ₂	Me	F	H

R ₁	R ₂	R ₃	R ₄	R ₅
Me	✓ N/	Me	F	Н
Me	H	Me	F	Н
Me	NH NH	Me	F	H
Me	N OMe	Me	F	Н
Me	NH ₂	Me	F	Н
Me	N N	Me	F	Н

. .

R ₁	R ₂	R ₃	R ₄	R ₅
Me	N N N	Me	F	Н
Me	NO	Me	F	Н
Ме	N N N N N N N N N N N N N N N N N N N	Me	F	Н
Me	√ S N	Me	F	Н
Me	CH ₂ OH		F	Н
Me	CH ₂ OH		F	Н

R ₁	R ₂	R ₃	R ₄	R ₅
Me	CH ₂ OH		F	Н
Me	CH ₂ OH		F	Н
Me	CH ₂ OH		F	Н
Me	CH ₂ OH		F	Н
Me	CH ₂ OH		F	Н
Me	CH ₂ OH	CN	F	Н
Me	CH ₂ OH		F	Н
Me	CH ₂ OH		F	Н

R ₁	R ₂	R ₃	R ₄	R ₅
Me	CH ₂ OH	Me	CI	Н
Me	CH ₂ OH	Me	Br	Н
Me	CH ₂ OH	Me	CN	Н
Me	CH ₂ OH	Me	Me	Н
Me	CH ₂ OH	Me	CF ₃	Н
Me	CH ₂ OH	Me	NO ₂	H
Me.	CH ₂ OH	. Me	F _.	ОН
Me	CH ₂ OH	Me	F	NH ₂
Me	CH ₂ OH	Me	F	F
Me	CH ₂ OH	Me - 154 -	F	SH

$$R_4$$
 R_5
 R_7
 R_7
 R_8
 R_8
 R_8
 R_9
 R_1
 R_9
 R_9
 R_9
 R_9

R ₁	R ₂	R ₃	R ₄	R ₅
	CH ₂ OH	Me	F	Н
	CH ₂ OH	Me	F	Н
	CH ₂ OH	Me	F	Н
N	CH ₂ OH	Me	F	Н
N	CH ₂ OH	Me	F	Н
N	CH ₂ OH	Me	F	Н
N	CH ₂ OH	Me	F	Н

R ₁	R ₂	R ₃	R ₄	R ₅
N N	CH ₂ OH	Me	F	Н
	CH ₂ OH	Me	F.	H
	CH ₂ OH	Me	F	Н
NNNNH	CH ₂ OH	Me	F	Н
N-N	CH ₂ OH	Me	F	Н
	CH ₂ OH	Me	F	H
O,N	CH ₂ OH	Me	·	H

R ₁	R ₂	R ₃	R ₄	R ₅
S	CH ₂ OH	Me	F	Н
N	CH ₂ OH	Me	F	Н
O N	Me CH₂OH	Me	F	H
N	CH ₂ OH	Me	F	H
N	CH ₂ OH Me	Me	F	Н
Me	Me	Me	F	Н
Me		Me	F	Н
Me	OH	Me	F	Н

R ₁	R ₂	R ₃	R ₄	R ₅
Me	→ NH ₂	Me	F	Н
Me	ОН	Me	F	Н
Me	NH ₂	Me	F	Н
Me	Ph NH ₂	Me	F	Н
Me	OH	Me	F	Н
Me	\nearrow NH ₂	Me	F	Н
Me	→ NH ₂ Ph	Me	F	Н
Me	NH ₂ CHF ₂	Me	F	Н
Mė	CHF ₂ NH ₂	Me	· F	Н
Me	OHF ₂	Me	F	Н

R ₁	R ₂	R ₃	R ₄	R ₅
Me	N H	Ме	F	Н
Me	H	Me	F	Н
Me	NH NH	Me	F	. Н
Me	→ N O OMe	Me	F	H
Me	NH ₂	Me	F	Н
Ме		Me	F	Н

R ₁	R ₂	R ₃	R ₄	R ₅
Me	N N N	Me	F	Н
Me	N.O	Me	F	Н
Me	NH NH	Me	F	Н
Me	N S	Me	F	Н
Me	CH ₂ OH		F	Н
Me	CH ₂ OH		F	Н

R ₁	R ₂	R ₃	R ₄	R ₅
Me	CH ₂ OH		F	Н
Me	CH ₂ OH		F	Н
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	Н
Me	CH ₂ OH		F	Н
Me	CH ₂ OH	CN	F	Н
Me	CH ₂ OH		F	Н
Me	CH ₂ OH		F	Н

R ₁	R ₂	R ₃	R ₄	R ₅
Me	CH ₂ OH	Me	CI	Н
Me	CH ₂ OH	Me	Br	H.
Me	CH ₂ OH	Me	CN	Н
Ме	CH ₂ OH	Me	Me	Н
Ме	CH ₂ OH	Me	CF ₃	Н
Мө	CH ₂ OH	Me	NO ₂	Н
, Me , ,	··· CH ₂ OH	Me	F	ОН
Me	CH ₂ OH	Me	F	NH ₂
Me	CH ₂ OH	Me	F	F
Me	CH ₂ OH	Me - 162 -	F	SH

R ₁	R ₂	R ₃	R ₄	R ₅
N N	CH ₂ OH	Me	F	Н
N	CH ₂ OH	Me	F	Н
	CH ₂ OH	Me	F	Н
NNNNH	CH ₂ OH	Me	F	Н
N-N	CH ₂ OH	Me	F	Н
	CH ₂ OH	Me	F	Н
O, N	CH ₂ OH	Me	·	Н

R ₁	· R ₂	R ₃	R ₄	R ₅
S	CH ₂ OH	Me	F	Н
N	CH ₂ OH	Me	F	H
OMe	CH ₂ OH	Me	F	Н
N	CH ₂ OH	Me	F	Н
NOMe	CH ₂ OH	Me	F	Н
Me	Me .	Me	F	Н
Me		Me	F .	Н
Me	∕ OH	Me	F	Н

R ₁	R ₂	R ₃	R ₄	R ₅
Me	→ NH ₂	Me	F	Н
Me	OH	Me	F	Н
Me	NH ₂	Me	F	Н
Me	Ph NH ₂	Me	F	Н
Me	OH	Me	F	Н
Me	\sim NH ₂	Me	F	Н
Me	→ NH ₂ Ph	Me	F	Н
Me	OHF ₂	Me	F	Н
Me	CHF ₂ NH ₂	Me	F	Н
Me	OHF ₂	Me	F	Н

R ₁	R ₂	R ₃	R ₄	R ₅
Me	N_	Me	F	Н
Me	NH NH	Me	F	Н
Me	NH NH	Me	F	Н
Me	NOMe H OMe	Me	F	Н
Ме	$N \rightarrow NH_2$	Me	F	Н
Me	N N	Me	F	Н

R ₁	R ₂	R ₃	R ₄	R ₅
Me	N N N	Me .	F	Н
Me	N	Me	F	Н
Me	N N N N N N N N N N N N N N N N N N N	Me	F	Н
Me	√ S N	Me	F	Н
Me	CH ₂ OH		F	Н
Me	CH ₂ OH		F	Н

R ₁	R ₂	R ₃	R_4	R ₅
Me	CH ₂ OH		F	H
Me	CH ₂ OH		F	Н
Me	CH ₂ OH		F	Н
Me	CH ₂ OH		F	Н
Me	CH ₂ OH		F	Н
Me	CH ₂ OH	CN	F	Н
Mė	CH ₂ OH		F	Н
Me	CH ₂ OH		F	Н

R ₁	R ₂	R ₃	R ₄	R ₅
Me	CH ₂ OH	Me	CI	Н
Me	CH ₂ OH	Me	Br	Н
Me	CH ₂ OH	Me	CN	Н
Me	CH ₂ OH	Me	Me	Н
Me	CH ₂ OH	Me	CF ₃	Н
Me	CH ₂ OH	Me	NO ₂	Н
Me	CH ₂ OH	Me	F .	ОН
Me	CH ₂ OH	Me	F	NH ₂
Me	CH ₂ OH	Me	F	F
Me	CH ₂ OH	Me - 170 -	F	SH

or a pharmaceutically acceptable salt or stereoisomer thereof.

7. A pharmaceutical composition that is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

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S. A method of treating or preventing cancer in a mammal in need of such treatment that is comprised of administering to said mammal a therapeutically effective amount of a compound of Claim 1.

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9. A method of treating cancer or preventing cancer in accordance with Claim 8 wherein the cancer is selected from cancers of the brain, genitourinary tract, lymphatic system, stomach, larynx and lung.

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10. A method of treating or preventing cancer in accordance with Claim 8 wherein the cancer is selected from histiocytic lymphoma, lung adenocarcinoma, small cell lung cancers, pancreatic cancer, gioblastomas and breast carcinoma.

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11. A process for making a pharmaceutical composition which comprises combining a compound of Claim 1 with a pharmaceutically acceptable carrier.

selected from:

- 12. The composition of Claim 7 further comprising a second compound:
- 1) an estrogen receptor modulator,
- 2) an androgen receptor modulator,
- 3) a retinoid receptor modulator,
- 4) a cytotoxic/cytostatic agent,
- 5) an antiproliferative agent,
- 6) a prenyl-protein transferase inhibitor,
- 7) an HMG-CoA reductase inhibitor,

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- 8) an HIV protease inhibitor,
- 9) a reverse transcriptase inhibitor,
- 10) an angiogenesis inhibitor,
- 11) a PPAR-γ agonist,
- 12) a PPAR-δ agonists;

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13) an inhibitor of cell proliferation and survival signaling,

14) an agent that interfers with a cell cycle checkpoint, and

- 15) an apoptosis inducing agent.
- The composition of Claim 12, wherein the second compound is an angiogenesis inhibitor selected from the group consisting of a tyrosine kinase inhibitor, an inhibitor of epidermal-derived growth factor, an inhibitor of fibroblast-derived growth factor, an inhibitor of platelet derived growth factor, an MMP inhibitor, an integrin blocker, interferon-α, interleukin-12, pentosan polysulfate, a cyclooxygenase inhibitor, carboxyamidotriazole, combretastatin A-4, squalamine, 6-O-(chloroacetyl-carbonyl)-fumagillol, thalidomide,
 angiostatin, troponin-1, and an antibody to VEGF.
 - 14. The composition according to Claim 7 further comprising a proteosome inhibitor.
- 15. The composition according to Claim 7 further comprising a aurora kinase inhibitor.
 - 16. The composition according to Claim 7 further comprising a Raf kinase inhibitor.
 - 17. The composition according to Claim 7 further comprising a serine/threonine kinase inhibitor.

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- 18. The composition according to Claim 7 further comprising an inhibitor of another mitotic kinesin which is not KSP.
 - 19. The composition of Claim 12, wherein the second compound is an estrogen receptor modulator selected from tamoxifen and raloxifene.
- 20. A method of treating cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with radiation therapy.

21.

A method of treating or preventing cancer that comprises administering a

therapeutically effective amount of a compound of Claim 1 in combination with a compound selected from: an estrogen receptor modulator, 1) an androgen receptor modulator, 2) 5 a retinoid receptor modulator, 3) a cytotoxic/cytostatic agent, 4) an antiproliferative agent, 5) a prenyl-protein transferase inhibitor, 6) an HMG-CoA reductase inhibitor, 7) 10 an HIV protease inhibitor, 8) a reverse transcriptase inhibitor, 9) an angiogenesis inhibitor, 10) PPAR-γ agonists, 11) PPAR-δ agonists, 12) 15 an inhibitor of inherent multidrug resistance, 13) an anti-emetic agent, 14) an agent useful in the treatment of anemia, 15) an agent useful in the treatment of neutropenia, 16) an immunologic-enhancing drug, 20 17) an inhibitor of cell proliferation and survival signaling, 18) an agent that interfers with a cell cycle checkpoint, and 19) an apoptosis inducing agent. 20) A method of treating cancer that comprises administering a therapeutically 25 22. effective amount of a compound of Claim 1 in combination with radiation therapy and a compound selected from: an estrogen receptor modulator, 1) an androgen receptor modulator, 2) a retinoid receptor modulator, 30 3) a cytotoxic/cytostatic agent, 4) an antiproliferative agent, 5) a prenyl-protein transferase inhibitor, 6) an HMG-CoA reductase inhibitor, 7) an HIV protease inhibitor, 8) 35

9) a reverse transcriptase inhibitor, 10) an angiogenesis inhibitor, PPAR-y agonists, 11) PPAR-δ agonists, 12) an inhibitor of inherent multidrug resistance, 13) an anti-emetic agent, 14) an agent useful in the treatment of anemia, 15) an agent useful in the treatment of neutropenia, 16) 17) an immunologic-enhancing drug,

- 18) an inhibitor of cell proliferation and survival signaling,
- 19) an agent that interfers with a cell cycle checkpoint, and
- 20) an apoptosis inducing agent.

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- 23. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 and paclitaxel or trastuzumab.
 - 24. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 and a GPIIb/IIIa antagonist.
- 25. The method of Claim 24 wherein the GPIIb/IIIa antagonist is tirofiban.
 - 26. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a COX-2 inhibitor.
 - 27. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a proteosome inhibitor.
- 28. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with an aurora kinase inhibitor.

29. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a Raf kinase inhibitor.

- 30. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a serine/threonine kinase inhibitor.
- 31. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with an inhibitor of a mitotic kinesin that is not KSP.
 - 32. A method of modulating mitotic spindle formation which comprises administering a therapeutically effective amount of a compound of Claim 1.
 - 33. A method of inhibiting the mitotic kinesin KSP which comprises administering a therapeutically effective amount of a compound of Claim 1.

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